

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 13

**CERTIFICATION OF COUNSEL REGARDING SECOND INTERIM ORDER (I)
ESTABLISHING PROCEDURES TO SELL CERTAIN LEASES, (II) APPROVING THE
SALE OF CERTAIN LEASES, AND (III) GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certifies as follows:

1. On September 9, 2024 (the “**Petition Date**”), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532, and related pleadings with the United States Bankruptcy Court for the District of Delaware.

2. On the Petition Date, the Debtors filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Establishing Procedures To Sell Certain Leases, (II) Approving the Sale of Certain Leases, and (III) Granting Related Relief* (the “**Motion**”)² (D.I. 13). A proposed

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms not defined herein have the meaning ascribed to them in the Motion.

form of order granting the Motion on an interim basis (the “**Proposed Order**”) was attached to the Motion.

3. On September 11, 2024, after revising the Proposed Order to incorporate comments from interested parties, the Debtors filed the *Certification of Counsel Regarding Interim Order (I) Establishing Procedures To Sell Certain Leases, (II) Approving the Sale of Certain Leases, and (III) Granting Related Relief* (D.I. 120).

4. Following a hearing to consider the Motion on an interim basis, the Court entered the *Interim Order (I) Establishing Procedures to Sell Certain Leases, (II) Approving the Sale of Certain Leases and (III) Granting Related Relief* (D.I. 137) (the “**First Interim Order**”).

5. The First Interim Order covered the sale of certain of the Debtors’ leasehold interests in September 2024, which culminated in the Court’s entry of the *Order Pursuant to Sections 363 and 365 of the Bankruptcy Code Authorizing the Debtors-in-Possession To Terminate or Assume, Assign and Sell Certain Non-Residential Real Property Leases* (D.I. 371) (the “**September Wave Lease Sale**”).

6. Based on the Court’s comments on the September Wave Lease Sale at the September 30, 2024, hearing, and to promote an orderly and efficient sale of other of the Debtors’ leasehold interests in October 2024, the Debtors have revised the First Interim Order (the “**Proposed Second Interim Order**”) to incorporate comments from certain of the Debtors’ landlords represented by Ballard Spahr LLP and Barclay Damon LLP (the “**Landlords**”), the Office of the United States Trustee (the “**U.S. Trustee**”), and the Official Committee of Unsecured Creditors (the “**Committee**”).

7. A redline comparing the Proposed Second Interim Order against the First Interim Order is attached hereto as **Exhibit B**.

8. The U.S. Trustee, the Committee, and counsel to the Landlords have reviewed the Proposed Second Interim Order and do not object to its entry.

WHEREFORE, the Debtors respectfully request entry of the Proposed Second Interim Order attached hereto as **Exhibit A**.

[Signature page follows]

Dated: October 8, 2024
Wilmington, Delaware

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